



BARKETT, LEVY AND FINE, INC.
720 OLIVE STREET
SUITE 1630
ST. LOUIS, MO 63101
314-421-2220

Dear Dick,

I had time to talk with my son Sol over the weekend and now have a better understanding of what has transpired over the past several months.

Sol had approached the idea with you of your bank providing a mezz or pref equity loan to help him get his hotel off the ground and your original loan paid off in full. He told me that you felt you could provide that loan should I come into the picture and provide co-guarantee to a "NEW" loan of \$5M.

I agreed to do that but then shortly after, Sol approached me to come into the existing loan with you as well. When I asked him why I should do that, he responded that it would be a big favor to you in helping you out with your regulators. I basically agreed to do this simply because my son boasted about how great you have been with him on these extensions. I am now asking you to return that favor and advance him the additional \$1M that he needs for CIBC on his signature alone. Before I came into the picture you had Sol solely as the guarantor on \$5M of debt. Now he would be alone on only \$1M of debt so you are still way ahead of the game on protection.

I understand that Sol now has an option of tacking on a \$500K fee to his payoff off CIBC's portion of the loan. Although this would be an added cost to the project which I doubt is in a position to absorb, it is an option.

So, I ask that you decide what direction this goes in. If you want me to agree to stay on the existing guarantee for another 90 day extension, you need to advance my son the additional \$1M on his own signature. If not, he will agree to pay CIBC the additional fee at closing but should something go wrong, I am 100% off the hook for what I have agreed to in the past.

I'm sorry but it simply doesn't seem fair for me to continue this favor to you if my son is going to be penalized half a million dollars should you not advance funds on his own signature. He tells me this is not increasing the overall debt but only shifting \$1M from one bank to the other when the entire two loan together are still very safe.

Thank you for being a friend to my son thus far and if you agree to help him make this million dollar paydown to CIBC then please accept this e-mail as authorization for you to keep me on the existing loan for another 90 days. Otherwise please accept this e-mail as me officially withdrawing as a co-guarantor moving forward.

Best,

Keith

EXHIBIT

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